

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (KJC)
	)	(Jointly Administered)
Reorganized Debtors.	)	
	)	Hearing Date: January 21, 2015 at 11:00 a.m.
	)	Objection Deadline: January 5, 2015 at 4:00 p.m.

**NOTICE OF MOTION REQUESTING ENTRY OF A PROTECTIVE ORDER  
AUTHORIZING THE REORGANIZED DEBTORS TO FILE A  
JOINT DEFENSE AGREEMENT UNDER SEAL**

TO: (i) The Reorganized Debtors; (ii) Office of the United States Trustee; (iii) Counsel for the WRG Asbestos PI Trust; (iv) Counsel for the Asbestos PI Future Claimants Representative; (v) Counsel for the Asbestos PD Future Claimants Representative; (vi) Counsel for the WRG Asbestos PD Trust (7A); (vii) Counsel for the WRG Asbestos PD Trust (7B); (viii) Counsel for the CDN ZAI PD Claims Fund; (ix) those parties that requested service and notice of papers in accordance with Fed. R. Bankr. P. 2002; (x) Covidien, Inc.; (xi) the Environmental Protection Agency and U.S. EPA Region I; and (xii) Claimant, Claimant's counsel and Argo Partners.

On December 12, 2014, the above-captioned reorganized debtors (collectively, the "Reorganized Debtors") filed the attached *Motion Requesting Entry of a Protective Order Authorizing the Reorganized Debtors to File a Joint Defense Agreement Under Seal* (the "Motion") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court"). A true and correct copy of the Motion is attached hereto.

Responses to the relief requested in the Motion, if any, must be in writing and be filed with the Bankruptcy Court no later than 4:00 p.m. (prevailing Eastern time) on **January 5, 2015**. At the same time, you must also serve a copy of the objections or responses, if any, upon

---

<sup>1</sup> The Reorganized Debtors comprise W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or "Grace") and W. R. Grace & Co.-Conn. ("Grace-Conn.").

the following: (i) co-counsel for the Reorganized Debtors, Adam Paul, Esquire, Kirkland & Ellis LLP, 300 N. LaSalle, Chicago, IL, 60654; Roger Higgins, Esquire, The Law Offices of Roger Higgins, 1 North Bishop Street, Suite 14, Chicago, IL 60607-1823, and James E. O'Neill, Esquire, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801); (ii) the Office of the United States Trustee; Richard L. Schepacarter, U.S. Department of Justice, Office of the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, DE 19801; (iii) counsel for the WRG Asbestos PI Trust; Marla Rosoff Eskin, Esquire and Mark T. Hurford, Esquire, Campbell & Levine, LLC, 222 Delaware Avenue, Suite 1620, Wilmington, DE 19801 and Philip E. Milch, Esquire, Campbell & Levine, LLC, 1700 Grant Building, Pittsburgh, PA 15219; (iv) counsel for the Asbestos PI Future Claimants Representative, John C. Phillips, Jr., Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (v) counsel for Asbestos PD Future Claimants Representative, R. Karl Hill, Esquire, Seitz, Van Ogtrop & Green, P.A., 222 Delaware Avenue, Suite 1500, P.O. Box 68, Wilmington, DE 19899 and Alan B. Rich, Esquire, Attorney and Counselor, 4244 Renaissance Tower, 1201 Elm Street, Dallas, TX 75270; (vi) counsel for the WRG Asbestos PD Trust (7A), Richard B. Schiro, WRG Asbestos PD Trust, c/o Wilmington Trust, Attn: Corporate Trust Administration, 1100 N. Market Street, Wilmington, DE 19890-1625 and Deborah D. Williamson, Esquire, Cox Smith Matthews Incorporated, 112 E. Pecan Street, Suite 1800, San Antonio, TX 78205; (vii) counsel for the WRG Asbestos PD Trust (7B), Edward B. Cottingham, Jr., Esquire, The Cottingham Law Firm, 317 Wingo Way, Suite 303, P.O. Box 810, Mt. Pleasant, SC 29465 and M. Dawes Cooke, Esquire, Barnwell Whaley Patterson & Helms LLC, P.O. Drawer H, Charleston, SC 29402; and (viii) Daniel K. Hogan, Esquire, The Hogan Firm, 1311 Delaware Avenue, Wilmington, DE 19806 and Yves Lauzon,

Esquire, Michel Belanger, Esquire, Lauzon Belanger Lesperance Inc., 286, Rue St-Paul Ouest,  
Bureau 100, Montreal, Quebec, H2Y 2A3.

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN  
ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE  
RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND  
SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING ON THE MOTION WILL  
BE HELD BEFORE THE HONORABLE KEVIN J. CAREY AT THE UNITED STATES  
BANKRUPTCY COURT, 824 MARKET STREET, WILMINGTON, DELAWARE 19801, ON  
**JANUARY 21, 2014, AT 11:00 A.M. PREVAILING EASTERN TIME.**

Dated: December 12, 2014

KIRKLAND & ELLIS LLP  
Adam Paul  
John Donley  
300 North LaSalle Street  
Chicago, IL 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

and

THE LAW OFFICES OF ROGER HIGGINS, LLC  
Roger J. Higgins  
1 North Bishop Street  
Suite 14  
Chicago, IL 60607  
Telephone: (312) 666-0431

and

PACHULSKI STANG ZIEHL & JONES LLP

A handwritten signature in black ink, appearing to read "James E. O'Neill", is written over a horizontal line.

Laura Davis Jones (Bar No. 2436)

James E. O'Neill (Bar No. 4042)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, DE 19899-8705

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Co-Counsel for the Reorganized Debtors